



LeMerite®

**LE MERITE EXPORTS LIMITED**

(CIN: L17111MH2003PLC143645)

Registered Office: A-307, Boomerang, Chandivali Farm Road, Powai, Andheri (East), Mumbai 400 072, Maharashtra

Tel: +91 22 45963506, Website: [www.lemeriteexports.com](http://www.lemeriteexports.com)

E-mail: [compliance@lemeriteexports.com](mailto:compliance@lemeriteexports.com)

**NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING**

NOTICE is hereby given to the Shareholders (the "Shareholders" or the "Members") of Le Merite Exports Limited ("Company") that 1st Extra-Ordinary General Meeting ("EGM") of the Company for the Financial Year 2024-25, will be held on Monday, August 19, 2024, at 04.00 p.m. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following special businesses:

**ITEM NUMBER 1: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY:**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:**

**"RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64, and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 25000000 (Two Crores Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs.35,00,00,000/- (Rupees Thirty-Five Crores Only) divided into 35000000 (Three Crores Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

*V. The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty-Five Crores Only) divided into 35000000 (Three Crores Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten only) each with power to increase or reduce the same in accordance with the provisions of the companies act, 2013 and to classify and reclassify the same.*

**"RESOLVED FURTHER THAT** the Board of Directors ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company and Company Secretary and Compliance Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company."



**ITEM NUMBER 2: TO CONSIDER AND APPROVE THE ISSUANCE OF EQUITY SHARES TO THE PROPOSED ALLOTTEES ON A PREFERENTIAL BASIS:**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to Sections 23, 42, 62 and all other applicable provisions & Rules made there under, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreement entered into by the Company with NSE Limited, on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI SAST Regulations”), the Foreign Exchange Management Act, 1999 and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to create offer, issue, allot and deliver in one or more tranches up to 80,88,000 (Eighty Lacs and Eighty Eight Thousand) equity Share of face value of Rs.10 (Rupees Ten only) each for cash at an issue price of Rs.146.50 (Rupees One Hundred Forty Six and Paise Fifty Only) per equity share including a premium of Rs.136.50 (Rupees One Hundred Thirty Six and Paise Fifty Only) aggregating upto Rs.118,48,92,000/- (Rupees One Hundred Eighteen Crores Forty Eight Lacs and Ninety Two Thousand Only) (“Total Issue Size”) to the following persons/entities

**LE MERITE EXPORTS LIMITED****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

on preferential basis, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>Maximum No. of Equity Shares proposed to be allotted</b>
1	Poonam Dhanuka	Non-Promoter	51,200
2	Ajay Dhanuka	Non-Promoter	81,600
3	Prateek Rakesh Gupta	Non-Promoter	25,600
4	Babita Shambhudayal Tekriwal	Non-Promoter	25,600
5	Anuradha Gupta	Non-Promoter	25,600
6	Swati Anupam Agrawal	Non-Promoter	25,600
7	Shivani Swami	Non-Promoter	1,50,400
8	Atul Pyarelal Agrawal	Non-Promoter	1,02,400
9	Dayita Anil Gupta	Non-Promoter	24,000
10	Sunil Agrawal	Non-Promoter	3,00,800
11	Piyush Khandelwal	Non-Promoter	51,200
12	Vijeyash Khandelwal	Non-Promoter	51,200
13	Gopal Agrawal	Non-Promoter	51,200
14	Yogesh Agrawal	Non-Promoter	25,600
15	Puneet Jain	Non-Promoter	25,600
16	Kailash Dhanuka	Non-Promoter	27,200
17	Shreya Bhushan Pardeshi	Non-Promoter	16,000
18	Rajesh Sumerchand Agrawal	Non-Promoter	51,200
19	Anil Kamalkishor Agrawal	Non-Promoter	51,200
20	Shyamsunder Kamalkishor Agrawal	Non-Promoter	51,200
21	Nitya Atul Agrawal	Non-Promoter	1,02,400
22	Vishal Bondia	Non-Promoter	76,800
23	Suresh Kumar Bondia	Non-Promoter	76,800
24	Santosh Bondia	Non-Promoter	76,800
25	Sanjay Ravindra Agrawal	Non-Promoter	25,600
26	Ashish Saraogi	Non-Promoter	72,000
27	Ashwini Kumar Jain	Non-Promoter	8,000
28	P S Dhakhate	Non-Promoter	8,000
29	Ankita Kharya	Non-Promoter	8,000
30	RISHANK TIWARI	Non-Promoter	6,400
31	Neeraj Gupta	Non-Promoter	8,000
32	Gopal Menon	Non-Promoter	8,000
33	Wasim Baksh	Non-Promoter	8,000
34	Ram Nath Rathour	Non-Promoter	8,000
35	Piyush Pinjani	Non-Promoter	8,000
36	Shashank Vyas	Non-Promoter	33,600

**LE MERITE EXPORTS LIMITED****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>Maximum No. of Equity Shares proposed to be allotted</b>
37	Arpan Sexsena	Non-Promoter	14,400
38	Siddharth Dengre	Non-Promoter	6,400
39	SURESH SINGHAL	Non-Promoter	20,800
40	Nikhil Gupta	Non-Promoter	24,000
41	Shubham Radheshyam Agrawal	Non-Promoter	32,000
42	Jayshri Jagtaap	Non-Promoter	16,000
43	Sumit Saraogi	Non-Promoter	16,000
44	Om Prakash Gupta	Non-Promoter	9,600
45	Bhushan Pardeshi	Non-Promoter	16,000
46	Mohini Ahuja	Non-Promoter	67,200
47	SUCHITRA SOMANI	Non-Promoter	16,000
48	Bhawana Agrawal	Non-Promoter	1,02,400
49	Apurva Mahendra Satia	Non-Promoter	25,600
50	PRATIK LALSING KHARPURIYA	Non-Promoter	51,200
51	SWAPNIL RAJPUT	Non-Promoter	6,400
52	Gaurav Bali	Non-Promoter	1,37,600
53	Pawan Kumar Lath	Non-Promoter	1,00,800
54	Umesh Kumar Lath	Non-Promoter	1,00,800
55	M/s. Choice Strategic Advisors LLP	Non-Promoter	1,00,800
56	Nand Nandan Sureka	Non-Promoter	1,00,800
57	Abhisek Bhutra	Non-Promoter	67,200
58	Kritika Aggarwal	Non-Promoter	33,600
59	Ruchi Agarwal	Non-Promoter	33,600
60	Giriraj Stock Broking Private Limited	Non-Promoter	30,400
61	Subhashita S Lature	Non-Promoter	68,800
62	Suyash Shivshankar Lature	Non-Promoter	68,800
63	Karan Jalota	Non-Promoter	68,800
64	Shankar Sharma	Non-Promoter	25,600
65	Hansaben Prakashchandrs Gupta	Non-Promoter	17,600
66	Sunita Dinesh Jalota	Non-Promoter	17,600
67	Santosh Bhimaji Bagkar	Non-Promoter	17,600
68	Patil Pooja Suresh	Non-Promoter	17,600
69	Mukta Gupta	Non-Promoter	17,600
70	Deepa Anand	Non-Promoter	17,600
71	Sanjay Vimalchand Jain	Non-Promoter	17,600
72	Naveen Kumar Gupta	Non-Promoter	17,600
73	Dipali A Saki	Non-Promoter	17,600
74	Dimpal Dipakbhai Shah	Non-Promoter	17,600

**LE MERITE EXPORTS LIMITED****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>Maximum No. of Equity Shares proposed to be allotted</b>
75	Ritesh Milan Salot	Non-Promoter	17,600
76	Khushbu Dhiren Shah	Non-Promoter	17,600
77	Gayatri Anand Kode	Non-Promoter	17,600
78	Ankit Handa	Non-Promoter	17,600
79	Aakrati Mulani	Non-Promoter	17,600
80	Wency Francis Pereira	Non-Promoter	17,600
81	Seema Beniwal	Non-Promoter	17,600
82	Praseem Singh Beniwal	Non-Promoter	17,600
83	Madhukar Ramarao	Non-Promoter	17,600
84	Chandnani B H	Non-Promoter	17,600
85	Harendra Rasiklal Vora	Non-Promoter	17,600
86	Meenu Jhajharia	Non-Promoter	17,600
87	Ajit Tambde	Non-Promoter	17,600
88	Ravi Shankar Gupta	Non-Promoter	17,600
89	Kavita Pankaj Aggarwal	Non-Promoter	17,600
90	Krishna Sheshan	Non-Promoter	11,200
91	Jitendra Nandlalji Signhvi	Non-Promoter	11,200
92	Heman Modi	Non-Promoter	11,200
93	Ranganathan Ramachandaran	Non-Promoter	11,200
94	Sakksham Behl	Non-Promoter	8,000
95	Kedar Dilip Kothari	Non-Promoter	7,50,400
96	Meenaxi Dilip Kothari	Non-Promoter	6,51,200
97	Heena Ullash Shah	Non-Promoter	6,00,000
98	Aayush Samir Mehta	Non-Promoter	1,52,000
99	Bhavikaben Chavda	Non-Promoter	1,12,000
100	Kamalkumar Sudarshan Ohja	Non-Promoter	96,000
101	Seema Nuwal	Non-Promoter	70,400
102	Viral Bhanushali	Non-Promoter	64,000
103	Chetna Mav	Non-Promoter	64,000
104	Ashit Ramniklal Mody HUF	Non-Promoter	52,800
105	Manish Mirani	Non-Promoter	51,200
106	Anjana thakur	Non-Promoter	49,600
107	Chirag Bhanushali HUF	Non-Promoter	49,600
108	Shripal Vora	Non-Promoter	49,600
109	Manjari Gupta	Non-Promoter	40,000
110	Bhasha R Gupta	Non-Promoter	40,000
111	Gaurav Natha	Non-Promoter	40,000
112	Gangani Suresh Girdharlal HUF	Non-Promoter	38,400
113	Gangani Bharat Girdharbhai HUF	Non-Promoter	38,400

**LE MERITE EXPORTS LIMITED****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>Maximum No. of Equity Shares proposed to be allotted</b>
114	Nirmala Khona	Non-Promoter	35,200
115	Hiten Shah	Non-Promoter	33,600
116	Krishna Vishal Talreja	Non-Promoter	25,600
117	Viresh Marda	Non-Promoter	25,600
118	Nisha Janak Shah	Non-Promoter	25,600
119	Kruti Nishit Jasani	Non-Promoter	25,600
120	Jigna Luthia	Non-Promoter	24,000
121	Rakesh Kumar Lohia	Non-Promoter	22,400
122	Kirandevi Lohia	Non-Promoter	22,400
123	Lalita Naresh Jain	Non-Promoter	20,800
124	Rajesh Pragji Bhanushali	Non-Promoter	20,800
125	Ruchit Savla	Non-Promoter	17,600
126	Harsha H Mehta	Non-Promoter	17,600
127	Indumati Meisheri	Non-Promoter	17,600
128	Gaurav kabra	Non-Promoter	17,600
129	Abhishek kabra	Non-Promoter	17,600
130	Manish kabra	Non-Promoter	17,600
131	Vinil kabra	Non-Promoter	17,600
132	Rajesh kabra	Non-Promoter	17,600
133	Gautam kabra	Non-Promoter	17,600
134	Paresh Thakkar	Non-Promoter	17,600
135	Sanjay Mehta	Non-Promoter	14,400
136	Ratna Chandru Khiyani	Non-Promoter	14,400
137	Rajeshkumar Chimanlal Gandhi	Non-Promoter	12,800
138	Falguni Shah	Non-Promoter	11,200
139	Ashish Meisheri	Non-Promoter	11,200
140	Alpeshkumar A Patel	Non-Promoter	11,200
141	Vicky Vinodbhai Datraniya	Non-Promoter	11,200
142	Supan Datraniya	Non-Promoter	11,200
143	Deepaben P Patel	Non-Promoter	11,200
144	Bhavin Hasmukhbhai Mehta	Non-Promoter	11,200
145	Nayan Hasmukhbhai Mehta	Non-Promoter	11,200
146	Nihal Anil Nirmale	Non-Promoter	11,200
147	Jigishaben Patel	Non-Promoter	11,200
148	Sachin Naresh Jain	Non-Promoter	9,600
149	Naresh Sagarmal Jain	Non-Promoter	9,600
150	Krupa Bhanushali	Non-Promoter	9,600
151	Amit Bhanushali HUF	Non-Promoter	9,600
152	Nirav Jayantilal Shah	Non-Promoter	9,600
153	Tina Dharamsey	Non-Promoter	8,000
154	Vivek Navinbhai Patel	Non-Promoter	8,000

**LE MERITE EXPORTS LIMITED****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>Maximum No. of Equity Shares proposed to be allotted</b>
155	Rohitkumar Kathiriya	Non-Promoter	8,000
156	Manoj Bhavsar	Non-Promoter	6,400
157	Hasmukhbhai Jamanbhai Savaliya	Non-Promoter	12,800
158	Rakeshkumar Bhavsar	Non-Promoter	6,400
159	Hasmukh Vyas	Non-Promoter	6,400
160	Moksh Jayant Datrania	Non-Promoter	12,800
161	Ramnklal Raichand Datrania	Non-Promoter	6,400
162	Jayant Raychand Datrania	Non-Promoter	12,800
163	Hetal Vaghela	Non-Promoter	6,400
164	Chetna Meisheri	Non-Promoter	6,400
165	Mishri Mehul Munshi	Non-Promoter	6,400
166	Udeshi Kashyap Pravin	Non-Promoter	6,400
167	Rushabh Navinbhai Shah	Non-Promoter	6,400
168	Divaliben Nathalal Patel	Non-Promoter	6,400
169	Hardik Bohra	Non-Promoter	83,200
170	Mohit Bajaj HUF	Non-Promoter	35,200
171	Network Projects Private Limited	Non-Promoter	35,200
172	Sushila Ramawtar Gupta	Non-Promoter	35,200
173	Akash Sethia	Non-Promoter	33,600
174	Vinay Saraogi	Non-Promoter	33,600
175	Champatlal Babulal Jain	Non-Promoter	33,600
176	Vinod Kumar Dengla (HUF)	Non-Promoter	32,000
177	Deepak B Menda	Non-Promoter	25,600
178	Trisha Reddy Chittamuru	Non-Promoter	25,600
179	Rekha Ramesh Borana	Non-Promoter	20,800
180	Jayshree Ghemawat	Non-Promoter	20,800
181	Kantilal Solanki	Non-Promoter	20,800
182	Anoop Kumar Gupta	Non-Promoter	19,200
183	Vinod Ravjibhai Patel	Non-Promoter	19,200
184	Rawal Jitesh Rajeshbhai	Non-Promoter	19,200
185	Mohanraj R Pillai	Non-Promoter	19,200
186	Nilesh Rameshbhai Virani	Non-Promoter	19,200
187	Siddhant S Darira	Non-Promoter	17,600
188	Joshi Mukeshkumar	Non-Promoter	17,600
189	Rajkumar Kishorilal Agarwal	Non-Promoter	17,600
190	Kamal Kumar Agrawalla	Non-Promoter	17,600
191	Ajaykumar Rasiklal Shah	Non-Promoter	17,600
192	Pradeep Pratap Gohel	Non-Promoter	17,600
193	Shubham Garg	Non-Promoter	17,600



<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>Maximum No. of Equity Shares proposed to be allotted</b>
194	Nishi Ashit Agrawal	Non-Promoter	17,600
195	Nitin Dnyaneshwar Gaikwad	Non-Promoter	17,600
<b>Total</b>			<b>80,88,000</b>

**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price for the Preferential Issue of the Equity Shares is July 19, 2024 (“Relevant Date”), being the day preceding the weekend as the 30 days prior to the date of this Extra-Ordinary General Meeting.”

**“RESOLVED FURTHER THAT** without prejudice to the generality of this Resolution, the issue of the Equity Shares to the Investors pursuant to this Resolution shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) The Equity Shares to be issued and allotted pursuant this Resolution shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- (b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects including with respect to dividend and voting powers from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- (c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (d) The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- (e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors.
- (f) The Equity Shares shall be allotted in dematerialized form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed





## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

within a period of fifteen (15) days from the date of receipt of last of such approvals or permission.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to NSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the proposed allottees and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."



**ITEM NUMBER 3: TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE EQUITY WARRANTS ON A PREFERENTIAL BASIS TO PROMOTER:**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, (“the Act”) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), including any statutory modification(s) or re-enactment(s) thereof from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof from time to time (“Listing Regulations”), and in accordance with all other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), or any other statutory/ regulatory authorities and all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such terms and conditions, alteration and modifications as may be imposed or prescribed by any of them while granting such approvals, permissions, consents or sanctions, if any, and which may be accepted by the Board of Directors of the Company (“Board”, which term shall be deemed to include Management Committee of the Board of Directors), consent of the shareholders of the Company be and is hereby accorded to the Board (which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), to create offer, issue, allot and deliver in one or more tranches upto 15,04,000 (Fifteen Lacs and Four Thousand) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs.10 (Rupees Ten only) (“Warrants”), at a price of Rs.146.50/- (Rupees One Hundred Forty Six and Paise Fifty Only) each including a premium of Rs.136.50 (Rupees One Hundred Thirty Six and Paise Fifty Only) payable in cash (“Warrant Issue Price”) aggregating upto Rs.22,03,36,000/- (Rupees Twenty Two Crores Three Lacs and Thirty Six Thousand only) (“Total Issue Size”) to the following persons on preferential basis upon such terms and conditions as may be deemed appropriate by the Board in accordance with the provisions of Companies Act, 2013, SEBI ICDR Regulations and other applicable laws :

<b>Sr. No.</b>	<b>Name of the Proposed Allottees</b>	<b>Category</b>	<b>Maximum No. of Warrants to be allotted</b>
1.	Abhishek Lath	Promoter	15,04,000
	<b>Total</b>		<b>15,04,000</b>



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the issue price for the Preferential Issue of the Equity Shares is July 19, 2024 (“Relevant Date”), being the day preceding the weekend as the 30 days prior to the date of this Extra-Ordinary General Meeting;

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the resultant equity shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions:

- a. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrants to subscribe to Equity Shares. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- b. Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the “Warrant Exercise Period”);
- c. The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations;
- d. The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- f. The Warrants and the equity shares be allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under;
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

corresponding number of Equity Shares in dematerialized form as per SEBI ICDR Regulations;

- h. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- j. The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company;
- k. The Equity Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of equity shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ subdivision/re-classification of equity shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time;
- l. The Equity Shares arising from the exercise of the Equity Warrants will be listed on Stock Exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- m. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- n. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- o. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- p. The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the Listing Regulations and the Securities Contracts (Regulation) Rules, 1957.



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

- q. The Warrants and Equity Shares allotted on conversion of such Warrants to Promoter/ Promoter Group will be transferable within the Promoter and Promoter Group of the Company, as per applicable laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in terms of the issue of Warrants, subject to the provisions of the Companies Act, 2013 and SEBI ICDR Regulations, without being required to seek any further consent or approval of the shareholders.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to issue and allot a such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries, and advisors for the Issue), making applications to NSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue, and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution;

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."



**ITEM NUMBER 4: TO CONSIDER AND APPROVE TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

**TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorised by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate;(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds documents and other writings and to do all such acts deeds matters and things as may be necessary and expedient for implementing and giving effect to this resolution.

**“RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to sign any document or agreement appoint ant professionals, advocate for above proposed transaction on behalf of the Company and take necessary steps and to do all acts, deeds and things as may be necessary and incidental to give effect to this resolution including filing of necessary e-forms, if any, with the Registrar of Companies, Mumbai, Maharashtra.”



**LE MERITE EXPORTS LIMITED**

NOTICE OF EXTRA ORDINARY GENERAL MEETING

**By the Order of the Board**

**Sandeep Poddar**  
**Company Secretary and Compliance Officer**

Date: July 27, 2024

Place: Mumbai

**Registered Office:**

A-307, Boomerang Building,  
Chandivali Farm Road, Powai,  
Andheri (East),  
Mumbai – 400072

**Notes:**

1. The relevant Explanatory Statement pursuant to Section 102 and 110 of the Act read with Rule 22 of the Rules setting out the material facts and reasons for the proposed Resolutions mentioned in the EGM Notice is appended herein below for your consideration.
2. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, and other circulars issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM/EGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC.
3. A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the EGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available
4. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per Section 103 of the Act.
5. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/ Institutional / Corporate members intending for their authorized representatives to attend the meeting are requested to send to the Company, on [compliance@lemeriteexports.com](mailto:compliance@lemeriteexports.com) with a copy marked to Vijay Tiwari [csvijaytiwari@gmail.com](mailto:csvijaytiwari@gmail.com) and [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) from their registered Email ID a scanned copy (PDF / JPG





## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

- format) of certified copy of the Board Resolution / Authority Letter authorizing their representative to attend and vote on their behalf at the meeting.
6. Members can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
  7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Clarification / Guidance on the applicability of Secretarial Standards - 1 and 2, issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
  8. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as of Friday, July 26, 2024. Members may note that the Notice has been uploaded to the website of the Company at [www.lemeriteexports.com](http://www.lemeriteexports.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility) i.e. [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com).
  9. In view of the ‘Green Initiatives in Corporate Governance’ introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
  10. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by the members will





## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice.

#### **11. Process and manner for members opting for voting through electronic means:**

- a) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited ("BSPL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the EGM will be provided by Bigshare Services Private Limited.
- b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e., Monday, August 12, 2024, shall be entitled to avail the facility of remote e-voting as well as e- voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only
- c) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to the Cut- off date i.e., Monday, August 12, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned in this part.
- d) The remote e-voting will commence on Friday, August 16, 2024, at 9.00 a.m. (IST) and will end on Sunday, August 18, 2024 at 5.00 p.m. (IST) During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e., Monday, August 12, 2024, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by BSPL thereafter.
- e) Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

- f) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Monday, August 12, 2024.
- g) The Company has appointed CS Vijay Kumar Tiwari, Practising Company Secretary of M/s Vijay Tiwari and Associates (Membership No. ACS: 33084; CP No: 12220), to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EGM, in a fair and transparent manner.
- h) The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director of the Company or any person authorized by him. The results of e-voting will be announced on or before Wednesday, August 21, 2024 and will be displayed on the Company's website at [www.lemeriteexports.com](http://www.lemeriteexports.com) and the website of Bigshare at [www.ivote.bigshareonline.com](http://www.ivote.bigshareonline.com). The results will simultaneously be communicated to the Stock Exchange.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER:**

- i. The voting period begins on Friday, August 16, 2024, at 9.00 a.m. (IST) and will end on Sunday, August 18, 2024 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, August 12, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare Services Private Limited ("BSPL") for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs,



thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

A. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"><li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link</li></ol>



	<p><a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your</li></ol>



	vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



**B. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- You are requested to launch the URL on internet browser:  
<https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
  - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
  - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
  - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

*(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for shareholders on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.



- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“IN FAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal

**C. Custodian registration process for i-Vote E-Voting Website:**

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

**NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET**.

*(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).*

**Voting method for Custodian on i-Vote E-voting portal:**

- After successful login, **Bigshare E-voting system** page will appear.

**Investor Mapping:**

- First you need to map the investor with your user ID under **“DOCUMENTS”** option on custodian portal.



- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

**Investor vote File Upload:**

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

**Helpdesk for queries regarding e-voting:**

Login type	Helpdesk details
Shareholder ‘s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**D. Procedure for joining the AGM/EGM through VC/ OAVM:**

**For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:**

- The Members may attend the EGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).





## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

#### **The instructions for Members for e-voting on the day of the AGM/EGM are as under:-**

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

#### **Helpdesk for queries regarding virtual meeting:**

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to [ivote@bigshareonline.com](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22.

#### **By the Order of the Board**

**Sandeep Poddar**  
**Company Secretary and Compliance Officer**

Date: July 27, 2024  
Place: Mumbai

#### **Registered Office:**

A-307, Boomerang Building,  
Chandivali Farm Road, Powai,  
Andheri (East),  
Mumbai - 400072



**EXPLANATORY STATEMENT (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013) IN CONFORMITY WITH THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 163 UNDER CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

As required under Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned under Item No. 1 to 4 of this notice.

**Item No. 1**

**INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY.**

The present Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) comprising of 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Rs.10/- each. Considering the increased fund requirements and future plans of the Company, the Board at its Meeting held on July 26, 2024, had accorded its approval for increasing the Authorised Share Capital from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) to Rs. 35,00,00,000/- (Rupees Thirty-Five Crore Only) divided into 3,50,00,000 (Three Crores Fifty Lacs Only) equity shares of Rs. 10/- (Rupees Ten Only) each, subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crore Only) to Rs. 35,00,00,000/- (Rupees Thirty-Five Crore Only) divided into 35000000 (Three Crores Fifty Lacs Only) equity shares of Rs. 10/- (Rupees Ten Only) each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for an increase in Authorised Share Capital and amendment of the Memorandum of Association of the Company requires the approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.



**Item No. 2**

**TO CONSIDER AND APPROVE THE ISSUANCE OF EQUITY SHARES TO THE PROPOSED ALLOTTEES ON A PREFERENTIAL BASIS:**

The shareholders are hereby informed that in order to meet the working capital requirement, general corporate purpose, refurbishment of our existing Infrastructure Facility and adding additional infrastructure/machines and equipment (as and when required), including issue expenses there is a need for the infusion of additional funds has been identified.

In this regard the Board of Directors at their meeting held on Friday, 26<sup>th</sup> July 2024, after exploring the proposal of raising funds for an amount up to INR 118,48,92,000/- (Indian Rupees One Hundred Eighteen Crores Forty Eight Lacs and Ninety Two Thousand Only), approved the preferential allotment of securities through private placement to the proposed investors by way of issue of 80,88,000 (Eighty Lacs and Eighty Eight Thousand) equity shares, for cash consideration, at an issue price of INR 146.50 (Indian Rupees One Hundred Forty Six and Paise Fifty Only) including a premium of INR 136.50 (Indian Rupees One Hundred Thirty Six and Paise Fifty Only) per share aggregating to INR 118,48,92,000/- (Indian Rupees One Hundred Eighteen Crores Forty Eight Lacs and Ninety Two Thousand Only) which is determined in accordance with Chapter V of ICDR Regulation ; by way of preferential issue through private placement and on such other terms and conditions as may be determined by the Board in accordance with ICDR Regulations.

The shareholders are also informed that pursuant to provisions of Section 42 and 62(1)(c) of Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, the approval of the shareholders is required by way of a special resolution before issuing the equity shares on a preferential basis through private placement and hence the said agenda No. 02 is being placed before the shareholders of the Company for their approval.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:

**A. Objects of the Preferential issue:** The Object of the issue are: -

The company shall utilize 75% towards working capital requirement, Refurbishment of our existing Infrastructure Facility and adding additional infrastructure / machines and equipment (as and when required), including issue expenses there is a need for the infusion of additional funds has been identified.



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

The amount stated in general corporate purpose will not exceed 25% of the proceeds of the issue of Preferential Issue.

**Accordingly, the Issue proceeds will be utilized towards the objects as mentioned above in the following proportion:**

Particulars	Amount	Timeline
Working Capital Requirement	50,00,00,000	Rs. 45,00,00,000 by March 31, 2025, Rs. 5,00,00,000 by 31 March 2026
General Corporate Purposes	34,00,00,000	Rs. 30,00,00,000 by March 31, 2025, Rs. 4,00,00,000 by 31 March 2026
Fund raising cost*	14,00,00,000	Rs. 14,00,00,000 by March 31, 2025
Refurbishment of our existing Infrastructure Facility and adding additional infrastructure / machines and equipment (as and when required)	42,52,28,000	Rs. 34,99,76,000 by March 31, 2025, Rs. 7,52,52,000 by 31 March 2026
<b>Total</b>	<b>1,40,52,28,000</b>	

*\*(brokerage fees to be paid to the service provider who is assisting in raising the funds, other professional fees and expenses to be paid for the fund raising)*

The above table represents the total amount of the proposed issue of equity shares on a preferential basis and the issue of warrants convertible in equity shares on a preferential basis, as per Item No.2 and Item No.3 respectively of the Agenda items (Special Businesses).

Furthermore, until such proceeds have been fully utilized, it will be kept in a separate bank account maintained with a scheduled Bank.

**B. Kind of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

The Board of Directors at its meeting held on July 26, 2024, had approved the issue and allotment of up to 8088000 (Eighty Lacs and Eighty Eight Thousand) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each ("the Equity Shares") at Rs.146.50 (Rupees One Hundred Forty Six and Paise Fifty Only) per equity share including a premium of Rs.136.50 (Rupees One Hundred Thirty Six and Paise Fifty Only) per share, such price being not less than the minimum price as on the Relevant Date calculated in terms of SEBI (ICDR) Regulations to Non-Promoter Investors on a preferential basis.

**C. Amount which the company intends to raise by way of such securities**

The Company intends to raise up to Rs.118,48,92,000/- (Rupees One Hundred Eighteen Crores Forty Eight Lacs and Ninety Two Thousand Only) through the proposed preferential issue.

**D. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is July 19, 2024, being the day preceding the weekend as the 30 days prior to the date of this Extra-Ordinary General Meeting.

**E. Intention of promoters/directors/key managerial personnel to subscribe to the offer:**

None of the promoters or persons belonging to the promoter group or key managerial personnel intend to subscribe to any of the equity shares offered pursuant to the Preferential Issue.

**F. Shareholding Pattern before and after the proposed preferential issue.**

Sr. No.	Category of Shareholder	Pre-Preferential Allotment		Post Allotment of Equity Shares	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoter Shareholding</b>				
	Promoter and Promoter Group	1,71,31,200	72.96%	1,86,35,200	56.35%
	<b>Total A</b>	<b>1,71,31,200</b>	<b>72.96%</b>	<b>1,86,35,200</b>	<b>56.35%</b>
<b>B</b>	<b>Public Shareholding</b>				
	Foreign Portfolio Investors Category I	94,400	0.40%	94,400	0.29%
	Key Managerial Personnel	0	0	0	0
	Resident Individuals	56,09,000	23.88%	1,32,31,400	40.00%
	Foreign Companies	0	0	0	0
	Non-Resident Indians (NRIs)	48,000	0.20%	91,200	0.28%
	Bodies Corporate	3,08,800	1.31%	4,75,200	1.44%
	HUF	2,88,000	1.23%	5,44,000	1.64%
	Any Others	1,600	0.006%	1,600	0.005%
	<b>Total B</b>	<b>63,49,800</b>	<b>27.04%</b>	<b>1,44,37,800</b>	<b>43.65%</b>
	<b>Total A+B</b>	<b>2,34,81,000</b>	<b>100%</b>	<b>3,30,73,000</b>	<b>100%</b>

**G. Proposed time within which the allotment shall be completed:**

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory

**LE MERITE EXPORTS LIMITED****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

**H. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, and the percentage of post-preferential issue capital that may be held by them.**

<b>Sr. No</b>	<b>Name</b>	<b>Ultimate Beneficial Owner of the proposed Allottee(s) &amp; His PAN</b>	<b>PAN of allottees</b>	<b>Pre-issu e holding</b>	<b>% to Pre-issu e Capital</b>	<b>No of equity shares proposed to be issued</b>	<b>% to post issue capital</b>
1	M/S. Choice Strategic Advisors LLP	Kamal Poddar - AJNPP5353K	AANFC6975D	0	0	1,00,800	0.30%
2	Giriraj Stock Broking Private Limited	Vinay Jajodia - AMTPJ9616Q	AACCG7581R	0	0	30,400	0.09%
3	Ashit Ramniklal Mody HUF	Ashit Ramniklal Mody - AADPM7414P	AAIHM3329Q	0	0	52,800	0.16%
4	Chirag Bhanushali HUF	Chirag Devendra Bhanushali - AEQPB4165B	AACHC6192B	0	0	49,600	0.15%
5	Gangani Suresh Girdharlal HUF	Gangani Suresh Girdharlal - AIZPG9117H	AAFHG2635G	0	0	38,400	0.12%
6	Gangani Bharat Girdharbhai HUF	Gangani Bharat Girdharbhai - BCJPG0718H	AAJHB9355A	0	0	38,400	0.12%
7	Amit Bhanushali HUF	Amit Bhanushali - ACEPB1425E	AAQHA9189J	0	0	9,600	0.03%
8	Mohit Bajaj HUF	Mohit Bajaj - APHPB5621G	AAOHM9201R	0	0	35,200	0.11%
9	Network Projects Private Limited	Bharatkumar Manilal Shah - AJTPS2065H	AACCN5110H	0	0	35,200	0.11%
10	Vinod Kumar Dengla HUF	Vinod Kumar Dengla - ABOPD7404J	AAGHV0654P	0	0	32,000	0.10%

**I. Undertakings**

Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and Regulation 163(1)(h) of the ICDR Regulations and the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the



price of shares, shall not be applicable.

**J. The total number of shares or other securities to be issued**

Upto 8088000 (Eighty Lacs and Eighty Eight Thousand) Equity Shares of the face value of Rs.10/- (Rupees Ten Only) each (“the Equity Shares”) to Non-Promoter Investors on a preferential basis in compliance with applicable provisions of Chapter V of the SEBI (ICDR) Regulations.

**K. Terms of Issue of the Equity Shares, if any**

The Equity Shares to be allotted at cash may be done in one or multiple tranches, as may be decided by the Board. The said equity shares shall rank pari passu with existing equity shares of the Company in all respects.

**L. Pricing of Preferential Issue**

The equity shares are proposed to be issued at Rs.146.50 (Rupees One Hundred Forty-Six and Paise Fifty Only) per equity share including a premium of Rs.136.50 (Rupees One Hundred Thirty-Six and Paise Fifty Only) per share, arrived at in compliance with Regulation 164(1) of SEBI ICDR Regulation i.e. Pricing of frequently traded shares. A copy of the valuation report dated July 26, 2024, shall be available for inspection at the Registered Office of the Company during business hours upto the date of the meeting.

**M. Basis on which the price would be arrived at**

The Equity Shares of the Company are listed on NSE Emerge (“Stock Exchanges”) and the Equity Shares are frequently traded in terms of the SEBI (ICDR) Regulations.

For the purposes of computation of the minimum price per equity share, the trading volumes for the preceding ninety trading days prior to the Relevant Date on the NSE Emerge has been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of Regulation 164(1) of the SEBI (ICDR) Regulations, the price at which the equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days’ volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days’ volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date



In terms of the applicable provisions of the SEBI (ICDR) Regulations, the floor price for the Preferential Issue is Rs.146.50/- (Rupees One Hundred Forty Six and Paise Fifty Only) per equity shares.

In addition to the floor price for the Preferential Allotment, the Company also considered the valuation report dated July 26 2024, issued by CA Bhavesh M Rathod, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/10708 (“Valuation Report”), for determining the price of the Subscription Shares. Valuation Report shall be made available for inspection by the Members during the meeting and will also be made available on the Company’s website and will be accessible at link: [www.lemeriteexports.com](http://www.lemeriteexports.com).

Accordingly, the price per equity share to be issued pursuant to the Preferential Issue is fixed at Rs.146.50/- (Rupees One Hundred Forty Six and Paise Fifty Only) per share, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

**N. Name and address of valuer who performed valuation**

The valuation of the Equity Shares has been carried out by CA Bhavesh M Rathod, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/10708 having its office at: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101. The valuation report is dated July 26, 2024.

**O. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not Applicable as the proposed issue is for cash.

**P. Class or Classes of Persons to whom the allotment is proposed to be made the allotment is proposed to be made to the Non-Promoter Investors as mentioned below:**

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Current Status of the Allottee</b>	<b>Proposed Status of the Allottee</b>
1	Poonam Dhanuka	Non-Promoter	Non-Promoter
2	Ajay Dhanuka	Non-Promoter	Non-Promoter
3	Prateek Rakesh Gupta	Non-Promoter	Non-Promoter
4	Babita Shambhudayal Tekriwal	Non-Promoter	Non-Promoter
5	Anuradha Gupta	Non-Promoter	Non-Promoter
6	Swati Anupam Agrawal	Non-Promoter	Non-Promoter
7	Shivani Swami	Non-Promoter	Non-Promoter
8	Atul Pyarelal Agrawal	Non-Promoter	Non-Promoter
9	Dayita Anil Gupta	Non-Promoter	Non-Promoter



**LE MERITE EXPORTS LIMITED****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Current Status of the Allottee</b>	<b>Proposed Status of the Allottee</b>
10	Sunil Agrawal	Non-Promoter	Non-Promoter
11	Piyush Khandelwal	Non-Promoter	Non-Promoter
12	Vijeyash Khandelwal	Non-Promoter	Non-Promoter
13	Gopal Agrawal	Non-Promoter	Non-Promoter
14	Yogesh Agrawal	Non-Promoter	Non-Promoter
15	Puneet Jain	Non-Promoter	Non-Promoter
16	Kailash Dhanuka	Non-Promoter	Non-Promoter
17	Shreya Bhushan Pardeshi	Non-Promoter	Non-Promoter
18	Rajesh Sumerchand Agrawal	Non-Promoter	Non-Promoter
19	Anil Kamalkishor Agrawal	Non-Promoter	Non-Promoter
20	Shyamsunder Kamalkishor Agrawal	Non-Promoter	Non-Promoter
21	Nitya Atul Agrawal	Non-Promoter	Non-Promoter
22	Vishal Bondia	Non-Promoter	Non-Promoter
23	Suresh Kumar Bondia	Non-Promoter	Non-Promoter
24	Santosh Bondia	Non-Promoter	Non-Promoter
25	Sanjay Ravindra Agrawal	Non-Promoter	Non-Promoter
26	Ashish Saraogi	Non-Promoter	Non-Promoter
27	Ashwini Kumar Jain	Non-Promoter	Non-Promoter
28	P S Dhakhate	Non-Promoter	Non-Promoter
29	Ankita Kharya	Non-Promoter	Non-Promoter
30	RISHANK TIWARI	Non-Promoter	Non-Promoter
31	Neeraj Gupta	Non-Promoter	Non-Promoter
32	Gopal Menon	Non-Promoter	Non-Promoter
33	Wasim Baksh	Non-Promoter	Non-Promoter
34	Ram Nath Rathour	Non-Promoter	Non-Promoter
35	Piyush Pinjani	Non-Promoter	Non-Promoter
36	Shashank Vyas	Non-Promoter	Non-Promoter
37	Arpan Sexsena	Non-Promoter	Non-Promoter
38	Siddharth Dengre	Non-Promoter	Non-Promoter
39	SURESH SINGHAL	Non-Promoter	Non-Promoter
40	Nikhil Gupta	Non-Promoter	Non-Promoter
41	Shubham Radheshyam Agrawal	Non-Promoter	Non-Promoter
42	Jayshri Jagtaap	Non-Promoter	Non-Promoter
43	Sumit Saraogi	Non-Promoter	Non-Promoter
44	Om Prakash Gupta	Non-Promoter	Non-Promoter
45	Bhushan Pardeshi	Non-Promoter	Non-Promoter
46	Mohini Ahuja	Non-Promoter	Non-Promoter
47	SUCHITRA SOMANI	Non-Promoter	Non-Promoter
48	Bhawana Agrawal	Non-Promoter	Non-Promoter
49	Apurva Mahendra Satia	Non-Promoter	Non-Promoter
50	PRATIK LALSING KHARPURIYA	Non-Promoter	Non-Promoter
51	SWAPNIL RAJPUT	Non-Promoter	Non-Promoter
52	Gaurav Bali	Non-Promoter	Non-Promoter
53	Pawan Kumar Lath	Non-Promoter	Non-Promoter

**LE MERITE EXPORTS LIMITED****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Current Status of the Allottee</b>	<b>Proposed Status of the Allottee</b>
54	Umesh Kumar Lath	Non-Promoter	Non-Promoter
55	M/S. Choice Strategic Advisors LLP	Non-Promoter	Non-Promoter
56	Nand Nandan Sureka	Non-Promoter	Non-Promoter
57	Abhisek Bhutra	Non-Promoter	Non-Promoter
58	Kritika Aggarwal	Non-Promoter	Non-Promoter
59	Ruchi Agarwal	Non-Promoter	Non-Promoter
60	Giriraj Stock Broking Private Limited	Non-Promoter	Non-Promoter
61	Subhashita S Lature	Non-Promoter	Non-Promoter
62	Suyash Shivshankar Lature	Non-Promoter	Non-Promoter
63	Karan Jalota	Non-Promoter	Non-Promoter
64	SHANKAR SHARMA	Non-Promoter	Non-Promoter
65	Hansaben Prakashchandrs Gupta	Non-Promoter	Non-Promoter
66	Sunita Dinesh Jalota	Non-Promoter	Non-Promoter
67	Santosh Bhimaji Bagkar	Non-Promoter	Non-Promoter
68	Patil Pooja Suresh	Non-Promoter	Non-Promoter
69	Mukta Gupta	Non-Promoter	Non-Promoter
70	Deepa Anand	Non-Promoter	Non-Promoter
71	Sanjay Vimalchand Jain	Non-Promoter	Non-Promoter
72	Naveen Kumar Gupta	Non-Promoter	Non-Promoter
73	Dipali A Saki	Non-Promoter	Non-Promoter
74	Dimpal Dipakbhai Shah	Non-Promoter	Non-Promoter
75	Ritesh Milan Salot	Non-Promoter	Non-Promoter
76	Khushbu Dhiren Shah	Non-Promoter	Non-Promoter
77	Gayatri Anand Kode	Non-Promoter	Non-Promoter
78	Ankit Handa	Non-Promoter	Non-Promoter
79	Aakrati Mulani	Non-Promoter	Non-Promoter
80	Wency Francis Pereira	Non-Promoter	Non-Promoter
81	Seema Beniwal	Non-Promoter	Non-Promoter
82	Praseem Singh Beniwal	Non-Promoter	Non-Promoter
83	Madhukar Ramarao	Non-Promoter	Non-Promoter
84	Chandnani B H	Non-Promoter	Non-Promoter
85	Harendra Rasiklal Vora	Non-Promoter	Non-Promoter
86	Meenu Jhajharia	Non-Promoter	Non-Promoter
87	Ajit Tambde	Non-Promoter	Non-Promoter
88	Ravi Shankar Gupta	Non-Promoter	Non-Promoter
89	Kavita Pankaj Aggarwal	Non-Promoter	Non-Promoter
90	Krishna Sheshan	Non-Promoter	Non-Promoter
91	Jitendra Nandlalji Signhvi	Non-Promoter	Non-Promoter
92	HEMAN MODI	Non-Promoter	Non-Promoter
93	RANGANATHAN RAMACHANDARAN	Non-Promoter	Non-Promoter
94	Sakksham Behl	Non-Promoter	Non-Promoter
95	Kedar Dilip Kothari	Non-Promoter	Non-Promoter
96	Meenaxi Dilip Kothari	Non-Promoter	Non-Promoter

**LE MERITE EXPORTS LIMITED****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Current Status of the Allottee</b>	<b>Proposed Status of the Allottee</b>
97	Heena Ullash Shah	Non-Promoter	Non-Promoter
98	Aayush Samir Mehta	Non-Promoter	Non-Promoter
99	Bhavikaben Chavda	Non-Promoter	Non-Promoter
100	Kamalkumar Sudarshan Ohja	Non-Promoter	Non-Promoter
101	Seema Nuwal	Non-Promoter	Non-Promoter
102	Viral Bhanushali	Non-Promoter	Non-Promoter
103	Chetna Mav	Non-Promoter	Non-Promoter
104	Ashit Ramniklal Mody HUF	Non-Promoter	Non-Promoter
105	Manish Mirani	Non-Promoter	Non-Promoter
106	Anjana thakur	Non-Promoter	Non-Promoter
107	Chirag Bhanushali HUF	Non-Promoter	Non-Promoter
108	Shripal Vora	Non-Promoter	Non-Promoter
109	Manjari Gupta	Non-Promoter	Non-Promoter
110	Bhasha R Gupta	Non-Promoter	Non-Promoter
111	Gaurav Natha	Non-Promoter	Non-Promoter
112	Gangani Suresh Girdharlal HUF	Non-Promoter	Non-Promoter
113	Gangani Bharat Girdharbhai HUF	Non-Promoter	Non-Promoter
114	Nirmala Khona	Non-Promoter	Non-Promoter
115	Hiten Shah	Non-Promoter	Non-Promoter
116	Krishna Vishal Talreja	Non-Promoter	Non-Promoter
117	Viresh Marda	Non-Promoter	Non-Promoter
118	Nisha Janak Shah	Non-Promoter	Non-Promoter
119	Kruti Nishit Jasani	Non-Promoter	Non-Promoter
120	Jigna Luthia	Non-Promoter	Non-Promoter
121	Rakesh Kumar Lohia	Non-Promoter	Non-Promoter
122	Kirandevi Lohia	Non-Promoter	Non-Promoter
123	Lalita Naresh Jain	Non-Promoter	Non-Promoter
124	Rajesh Pragji Bhanushali	Non-Promoter	Non-Promoter
125	Ruchit Savla	Non-Promoter	Non-Promoter
126	Harsha H Mehta	Non-Promoter	Non-Promoter
127	Indumati Meisheri	Non-Promoter	Non-Promoter
128	Gaurav kabra	Non-Promoter	Non-Promoter
129	Abhishek kabra	Non-Promoter	Non-Promoter
130	Manish kabra	Non-Promoter	Non-Promoter
131	Vinil kabra	Non-Promoter	Non-Promoter
132	Rajesh kabra	Non-Promoter	Non-Promoter
133	Gautam kabra	Non-Promoter	Non-Promoter
134	Paresh Thakkar	Non-Promoter	Non-Promoter
135	Sanjay Mehta	Non-Promoter	Non-Promoter
136	Ratna Chandru Khiyani	Non-Promoter	Non-Promoter
137	Rajeshkumar Chimanlal Gandhi	Non-Promoter	Non-Promoter
138	Falguni Shah	Non-Promoter	Non-Promoter
139	Ashish Meisheri	Non-Promoter	Non-Promoter
140	Alpeshkumar A Patel	Non-Promoter	Non-Promoter

**LE MERITE EXPORTS LIMITED****NOTICE OF EXTRA ORDINARY GENERAL MEETING**

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Current Status of the Allottee</b>	<b>Proposed Status of the Allottee</b>
141	Vicky Vinodbhai Datraniya	Non-Promoter	Non-Promoter
142	Supan Datraniya	Non-Promoter	Non-Promoter
143	Deepaben P Patel	Non-Promoter	Non-Promoter
144	Bhavin Hasmukhbhai Mehta	Non-Promoter	Non-Promoter
145	Nayan Hasmukhbhai Mehta	Non-Promoter	Non-Promoter
146	Nihal Anil Nirmale	Non-Promoter	Non-Promoter
147	Jigishaben Patel	Non-Promoter	Non-Promoter
148	Sachin Naresh Jain	Non-Promoter	Non-Promoter
149	Naresh Sagarmal Jain	Non-Promoter	Non-Promoter
150	Krupa Bhanushali	Non-Promoter	Non-Promoter
151	Amit Bhanushali HUF	Non-Promoter	Non-Promoter
152	Nirav Jayantilal Shah	Non-Promoter	Non-Promoter
153	Tina Dharamsey	Non-Promoter	Non-Promoter
154	Vivek Navinbhai Patel	Non-Promoter	Non-Promoter
155	Rohitkumar Kathiriya	Non-Promoter	Non-Promoter
156	Manoj Bhavsar	Non-Promoter	Non-Promoter
157	Hasmukhbhai Jamanbhai Savaliya	Non-Promoter	Non-Promoter
158	Rakeshkumar Bhavsar	Non-Promoter	Non-Promoter
159	Hasmukh Vyas	Non-Promoter	Non-Promoter
160	Moksh Jayant Datrania	Non-Promoter	Non-Promoter
161	Ramnklal Raichand Datrania	Non-Promoter	Non-Promoter
162	Jayant Raychand Datrania	Non-Promoter	Non-Promoter
163	Hetal Vaghela	Non-Promoter	Non-Promoter
164	Chetna Meisheri	Non-Promoter	Non-Promoter
165	Mishri Mehul Munshi	Non-Promoter	Non-Promoter
166	Udeshi Kashyap Pravin	Non-Promoter	Non-Promoter
167	Rushabh Navinbhai Shah	Non-Promoter	Non-Promoter
168	Divaliben Nathalal Patel	Non-Promoter	Non-Promoter
169	Hardik Bohra	Non-Promoter	Non-Promoter
170	Mohit Bajaj HUF	Non-Promoter	Non-Promoter
171	Network Projects Private Limited	Non-Promoter	Non-Promoter
172	Sushila Ramawtar Gupta	Non-Promoter	Non-Promoter
173	Akash Sethia	Non-Promoter	Non-Promoter
174	Vinay Saraogi	Non-Promoter	Non-Promoter
175	CHAMPATLAL BABULAL JAIN	Non-Promoter	Non-Promoter
176	Vinod Kumar Dengla (HUF)	Non-Promoter	Non-Promoter
177	Deepak B Menda	Non-Promoter	Non-Promoter
178	Trisha Reddy Chittamuru	Non-Promoter	Non-Promoter
179	Rekha Ramesh Borana	Non-Promoter	Non-Promoter
180	Jayshree Ghemawat	Non-Promoter	Non-Promoter
181	Kantilal Solanki	Non-Promoter	Non-Promoter
182	Anoop Kumar Gupta	Non-Promoter	Non-Promoter
183	Vinod Ravjibhai Patel	Non-Promoter	Non-Promoter



<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Current Status of the Allottee</b>	<b>Proposed Status of the Allottee</b>
184	Rawal Jitesh Rajeshbhai	Non-Promoter	Non-Promoter
185	Mohanraj R Pillai	Non-Promoter	Non-Promoter
186	Nilesh Rameshbhai Virani	Non-Promoter	Non-Promoter
187	Siddhant S Darira	Non-Promoter	Non-Promoter
188	Joshi Mukeshkumar	Non-Promoter	Non-Promoter
189	Rajkumar Kishorilal Agarwal	Non-Promoter	Non-Promoter
190	Kamal Kumar Agrawalla	Non-Promoter	Non-Promoter
191	Ajaykumar Rasiklal Shah	Non-Promoter	Non-Promoter
192	Pradeep Pratap Gohel	Non-Promoter	Non-Promoter
193	Shubham Garg	Non-Promoter	Non-Promoter
194	Nishi Ashit Agrawal	Non-Promoter	Non-Promoter
195	Nitin Dnyaneshwar Gaikwad	Non-Promoter	Non-Promoter

**Q. Change in control if any consequent to preferential issue**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.

**R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person.

**S. Lock-in period**

The Shares to be offered issued and allotted shall be subject to Lock-in as provided under the provisions of SEBI (ICDR) Regulations. The entire pre-preferential shareholding of the above allottees, if any, shall be locked-in from the Relevant Date up to the period of 90 trading days from the date of trading approval as per Regulation 167 of the ICDR Regulations.

**T. Certificate from Practicing Company Secretaries**

A certificate from CS Vijay Kumar Tiwari, Practicing Company Secretary (Membership No. ACS 33084 and CP No. 12220), certifying compliance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 in respect of the proposed preferential issue shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:30 A.M. to 7:00 P.M. up to the date of the Meeting and all also be available during the Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

Company i.e., [www.lemeriteexports.com](http://www.lemeriteexports.com).

#### **U. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution except to the extent of their shareholding.

#### **V. Listing**

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the aforementioned equity shares.

#### **W. Other disclosures**

In accordance with SEBI ICDR Regulations,

- i. The Company has not made any preferential allotment in the current financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a willful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- iv. The Company is in compliance with the conditions for continuous listing.
- v. The Company has obtained Valuation Report from the registered valuer as required under the provisions of Companies Act, 2013 read with the rules made there under, Articles of Association of the Company.
- vi. The entire pre-preferential shareholding of the person belonging to the Promoters and Promoters Group and Directors are in dematerialized form.
- vii. In compliance with the Regulation 162A of the Chapter V of SEBI ICDR Regulation the Board of Directors have accorded their approval for appointing the Monitoring Agency in compliance with said Regulation.
- viii. In compliance with the Regulation 166A of the Chapter V of SEBI ICDR Regulations the Company has obtained Valuation Report from the registered valuer, The valuation of the Equity Shares has been carried out by CA Bhavesh M Rathod, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/10708 having its office at: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101. The valuation report is dated July 26, 2024.
- ix. The Proposed Allottees have not sold any equity shares during 90 trading days preceding the Relevant Date.
- x. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members and, accordingly, recommends the resolution set forth in Item no. 2 of the accompanying Notice for the approval of members



as Special Resolution

None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above-referred resolution except in their capacity as members/ shareholder of the Company

**Item No. 3**

**TO CONSIDER AND APPROVE ISSUE OF CONVERTIBLE EQUITY WARRANTS ON A PREFERENTIAL BASIS TO PROMOTER:**

The shareholders are hereby informed that in order to meet to working capital requirement, general corporate purpose, Refurbishment of our existing Infrastructure Facility and adding additional infrastructure / machines and equipment (as and when required), including issue expenses there is a need for the infusion of additional funds has been identified.

In this regard the Board of Directors at their meeting held on Friday, 26<sup>th</sup> July 2024, approved the preferential allotment of warrants through private placement by way of issue 15,04,000 (Fifteen Lakhs and Four Thousand) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs.10/- each (Rupees Ten Only) ("Warrants") at Rs.146.50/- (Rupees One Hundred Forty Six and Paise Fifty Only) per share, including a premium of Rs.136.50/- (Rupees One Hundred Thirty Six and Paise Fifty Only per share, aggregating to INR 22,03,36,000/- (Rupees Twenty Two Crores Three Lacs and Thirty Six Thousand only), by way of preferential issue through private placement and on such other terms and conditions as may be determined by the Board in accordance with ICDR Regulations, to the persons, as per the proposed list of allottees set out in the resolution, on preferential basis, in one or more tranches.

The shareholders are also informed that pursuant to provisions of Section 42 and 62(1)(c) of Companies Act, 2013 and Chapter V of SEBI ICDR Regulations, the approval of the shareholders is required by way of a special resolution before issuing the warrant on a preferential basis through private placement and hence the said agenda No. 03 is being placed before the shareholders of the Company for their approval.

The information as required under SEBI (ICDR) Regulations and as per the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are given below:



**A. Objects of the Preferential issue: The objects of the issue are;**

The company shall utilize 75% towards working capital requirement, Refurbishment of our existing Infrastructure Facility and adding additional infrastructure / machines and equipment (as and when required), including issue expenses there is a need for the infusion of additional funds has been identified.

The amount stated in general corporate purpose will not exceed 25% of the proceeds of the issue of Preferential Issue.

**Accordingly, the Issue proceeds will be utilized towards the objects as mentioned above in the following proportion:**

Particulars	Amount	Timeline
Working Capital Requirement	50,00,00,000	Rs. 45,00,00,000 by March 31, 2025, Rs. 5,00,00,000 by 31 March 2026
General Corporate Purposes	34,00,00,000	Rs. 30,00,00,000 by March 31, 2025, Rs. 4,00,00,000 by 31 March 2026
Fund raising cost*	14,00,00,000	Rs. 14,00,00,000 by March 31, 2025
Refurbishment of our existing Infrastructure Facility and adding additional infrastructure / machines and equipment (as and when required)	42,52,28,000	Rs. 34,99,76,000 by March 31, 2025, Rs. 7,52,52,000 by 31 March 2026
<b>Total</b>	<b>1,40,52,28,000</b>	

*\*(brokerage fees to be paid to the service provider who is assisting in raising the funds, other professional fees and expenses to be paid for the fund raising)*

The above table represents the total amount of the proposed issue of equity shares on a preferential basis and the issue of warrants convertible in equity shares on a preferential basis, as per Item No.2 and Item No.3 respectively of the Agenda items (Special Businesses)

Furthermore, until such proceeds have been fully utilized, it will be kept in a separate bank account maintained with a scheduled Bank.

**B. Kind of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

The Board of Directors at its meeting held on July 26, 2024, had approved the issue and allotment of up to 1504000 (Fifteen Lacs and Four Thousand) Warrants each convertible into or exchangeable for 1 (One) fully paid-up equity share of the Company of face value of Rs.10/- each (Rupees Ten Only) ("Warrants") at Rs.146.50/- (Rupees One Hundred Forty Six and Paise Fifty Only) per share, including a premium of Rs.136.50/- (Rupees One





## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

Hundred Thirty Six and Paise Fifty Only per share, such price being not less than the minimum price as on the Relevant Date calculated in terms of SEBI (ICDR) Regulations to Promoter Investors on a preferential basis.

#### C. Amount which the company intends to raise by way of such securities

The Company intends to raise up to Rs.22,03,36,000/- (Rupees Twenty Two Crores Three Lacs and Thirty Six Thousand only) through the proposed preferential issue of warrants.

#### D. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is July 19, 2024, being the day preceding the weekend as the 30 days prior to the date of this Extra-Ordinary General Meeting.

#### E. Intention of promoters/directors/key managerial personnel to subscribe to the offer:

Except Mr. Abhishek Lath None of the promoters or persons belonging to the promoter group or key managerial personnel intend to subscribe to any of the warrants offered pursuant to the Preferential Issue.

#### F. Shareholding Pattern before and after the proposed preferential issue.

Sr. No.	Category of Shareholder	Pre-Preferential Allotment		Post Allotment of Equity Shares	
		No. of Shares	%	No. of Shares	%
<b>A</b>	<b>Promoter Shareholding</b>				
	Promoter and Promoter Group	1,71,31,200	72.96%	1,86,35,200	56.35%
	<b>Total A</b>	<b>1,71,31,200</b>	<b>72.96%</b>	<b>1,86,35,200</b>	<b>56.35%</b>
<b>B</b>	<b>Public Shareholding</b>				
	Foreign Portfolio Investors Category I	94,400	0.40%	94,400	0.29%
	Key Managerial Personnel	0	0	0	0
	Resident Individuals	56,09,000	23.88%	1,32,31,400	40.00%
	Foreign Companies	0	0	0	0
	Non-Resident Indians (NRIs)	48,000	0.20%	91,200	0.28%
	Bodies Corporate	3,08,800	1.31%	4,75,200	1.44%
	HUF	2,88,000	1.23%	5,44,000	1.64%
	Any Others	1,600	0.006%	1,600	0.005%
	<b>Total B</b>	<b>63,49,800</b>	<b>27.04%</b>	<b>1,44,37,800</b>	<b>43.65%</b>
	<b>Total A+B</b>	<b>2,34,81,000</b>	<b>100%</b>	<b>3,30,73,000</b>	<b>100%</b>

\* Assuming full allotment of the equity shares as proposed in Resolution No. 2 of the Proposed Notice.



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

#### G. Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

#### H. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them.

Sr. No.	Name	Ultimate Beneficial Owner of the proposed Allottee(s) & His PAN	PAN of allottees / beneficial owner	Pre-issue holding	% to Pre-issue Capital	No of Warrants proposed to be issued	% to post-issue capital
1	Abhishek Lath	NA	ABSPL8644A	53,01,200	22.58%	15,04,000	20.58%

#### I. Undertakings

Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price and therefore, the Company is not required to submit the undertaking specified under Regulation 163(1)(g) and Regulation 163(1)(h) of the ICDR Regulations and the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares, shall not be applicable.

#### J. The total number of shares or other securities to be issued

up to 1504000 (Fifteen Lacs and Four Thousand) Warrants of the face value of Rs.10/- (Rupees Ten Only) each ("the Warrants") (to persons belonging to Promoters and Promoters Group), on a preferential basis in compliance with applicable provisions of Chapter V of the SEBI (ICDR) Regulations.

#### K. Terms of Issue of the Equity Shares, if any

The Warrants to be allotted at cash may be done in one or multiple tranches, as may be decided by the Board. The said equity shares to be allotted upon conversion of warrants shall rank pari passu with existing equity shares of the Company in all respects. The



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

Warrants by themselves, until exercise of the conversion and allotment of Equity Shares, do not give the Warrant Holder any voting rights akin to that of shareholders of the Company.

#### **L. Pricing of Preferential Issue**

The Warrants are proposed to be issued at Rs.146.50/- (Rupees One Hundred Forty Six and Paise Fifty Only) each including a premium of Rs.136.50 (Rupees One Hundred Thirty Six and Paise Fifty Only) per share, arrived at in compliance with Regulation 164(1) of SEBI ICDR Regulation i.e., Pricing of frequently traded shares. A copy of the valuation report dated July 26, 2024, shall be available for inspection at the Registered Office of the Company during business hours upto the date of the meeting.

#### **M. Basis on which the price would be arrived at**

The Equity Shares of the Company are listed on NSE Emerge ("Stock Exchanges") and the Equity Shares are frequently traded in terms of the SEBI (ICDR) Regulations.

For the purposes of computation of the minimum price per Warrant, the trading volumes for the preceding ninety trading days prior to the Relevant Date on the NSE Emerge has been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations.

In terms of the applicable provisions of Regulation 164(1) of the SEBI (ICDR) Regulations, the price at which the equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date

In terms of the applicable provisions of the SEBI (ICDR) Regulations, the floor price for the Preferential Issue is Rs.146.50/- (Rupees One Hundred Forty-Six and Paise Fifty Only) per warrant.

In addition to the floor price for the Preferential Allotment, the Company also considered the valuation report dated July 26 2024, issued by CA Bhavesh M Rathod, a registered valuer, IBBI/RV/06/2019/10708 ("Valuation Report"), for determining the price of the Subscription Warrant/Shares. Valuation Report shall be made available for inspection by



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

the Members during the meeting and will also be made available on the Company's website and will be accessible at link: [www.lemeriteexports.com](http://www.lemeriteexports.com).

Accordingly, the price per warrant to be issued pursuant to the Preferential Issue is fixed at Rs.146.50/- (Rupees One Hundred Forty-Six and Paise Fifty Only) per warrant, being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

#### **N. Name and address of valuer who performed valuation**

The valuation of the Equity Shares has been carried out by CA Bhavesh M Rathod, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/10708 ("Valuation Report"), for determining the price of the Subscription Shares. Valuation Report shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: [www.lemeriteexports.com](http://www.lemeriteexports.com).

#### **O. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not Applicable as the proposed issue is for cash.

#### **P. Class or Classes of Persons to whom the allotment is proposed to be made The allotment is proposed to be made to the Non-Promoter Investors as mentioned below:**

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>Current Status of the Allottee</b>	<b>Proposed Status of the Allottee</b>
1	Abhishek Lath	Promoter	Promoter

#### **Q. Change in control if any consequent to preferential issue**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue of the Warrants and equity shares in exchange of the Warrants.

However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.



**R. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person.

**S. Lock-in period**

The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations.

**T. Certificate from Practicing Company Secretaries**

A certificate from CS Vijay Kumar Tiwari, Practicing Company Secretary (Membership No. ACS 33084 and CP No. 12220), certifying compliance with requirements of Chapter V of the SEBI (ICDR) Regulations, 2018 in respect of the proposed preferential issue shall be available for inspection at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:30 A.M. to 7:00 P.M. up to the date of the Meeting and all also be available during the Meeting.

The said Certificate will be uploaded on the Investor Relations page on the website of the Company i.e., [www.lemeriteexports.com](http://www.lemeriteexports.com).

**U. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.**

Except for Mr. Abhishek Lath, Promoter cum MD & CFO of the Company, None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution except to the extent of their shareholding.

**V. Listing**

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares that will be issued on conversion of Warrants.

**W. Other disclosures**

In accordance with SEBI ICDR Regulations,

- i. The Company has not made any preferential allotment in the current financial year.
- ii. Neither the Company nor any of its Promoters and Directors has been declared as a wilful defaulter or a fraudulent borrower or a fugitive economic offender.
- iii. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees.
- iv. The Company is in compliance with the conditions for continuous listing.



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

- v. The Company has obtained Valuation Report from the registered valuer as required under the provisions of Companies Act, 2013 read with the rules made there under, Articles of Association of the Company.
- vi. The entire pre-preferential shareholding of the person belonging to the Promoters and Promoters Group and Directors are in dematerialized form.
- vii. In compliance with the Regulation 162A of the Chapter V of SEBI ICDR Regulation the Board of Directors have accorded their approval for appointing the Monitoring Agency in compliance with said Regulation.
- viii. In compliance with the Regulation 166A of the Chapter V of SEBI ICDR Regulations the Company has obtained Valuation Report from the registered valuer, The valuation of the Equity Shares has been carried out by CA Bhavesh M Rathod, a registered valuer, IBBI Registration No. IBBI/RV/06/2019/10708 having its office at: Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101. The valuation report is dated July 26, 2024.
- ix. The Proposed Allottees have not sold any equity shares during 90 trading days preceding the Relevant Date.
- x. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members and, accordingly, recommends the resolution set forth in Item no. 3 of the accompanying Notices for the approval of members as Special Resolution

Except for Mr. Abhishek Lath, Promoter cum MD & CFO of the Company None of the Directors, Key Managerial Personnel (KMP) of the Company and the relative of Directors/KMP are concerned or interested, directly or indirectly, financially or otherwise, in the above referred resolution except in their capacity as members/ shareholder of the Company

#### **Item No. 4**

#### **TO MAKE LOANS OR INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required, in accordance with the business needs of the Company.



## LE MERITE EXPORTS LIMITED

### NOTICE OF EXTRA ORDINARY GENERAL MEETING

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 4 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.